

**MORRISON & FOERSTER LLP**  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900  
Gary S. Lee  
Lorenzo Marinuzzi  
Todd M. Goren  
Alexandra Steinberg Barrage  
Jennifer L. Marines

*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

in re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**NOTICE OF HEARING FOR MATTERS SCHEDULED  
TO BE HEARD ON JANUARY 10, 2013 AT 2:00 P.M. (EST)**

**PLEASE TAKE NOTICE** that the following objections to the *Debtors' Motion*

*Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief, which were previously*

scheduled to be heard at the hearing on November 19, 2012 at 10:00 a.m. (Prevailing Eastern Time), will be heard before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, Room 501, New York, New York 10004 on **January 10, 2013 at 2:00 p.m. (Prevailing Eastern Time)** (the “Cure Hearing”):

- a.** Digital Lewisville LLC’s Objection to: (I) Debtors’ Motion for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests; (II) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 61]; and (II) Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1649]

  - (i)** Limited Objection of Digital Lewisville, LLC to Debtors’ Motion for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 278]
  - (ii)** Digital Lewisville LLC’s Supplemental Limited Objection to Debtors’ Sale Motion, in Particular, Debtors’ Proposed Order [Docket No. 1990]
- b.** Objection of Wells Fargo Bank, N.A. to Debtors’ Sale Motion [Docket No. 1979]

  - (i)** Limited Objection of Wells Fargo Bank, N.A. to Debtors’ Motion to Assume and Assign Certain Executory

Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and Cure Amounts Related Thereto [Docket No. 1648]

(ii) Wells Fargo Bank, N.A.'s Objection to the Proposed Sale Orders and Response to Debtors' Omnibus Reply to Objections to Debtors' Sale Motion [Docket No. 2209]<sup>1</sup>

c. Limited Objection and Reservation of Rights of PNC Mortgage, a Division of PNC Bank, NA with Respect to Proposed Sale of Debtors' Assets [Docket No. 1981]

(i) Limited Objection and Reservation of Rights of PNC Mortgage, a Division of PNC Bank, NA to Notice of (I) Debtors' Intent to Assume and Assign Executory Contracts, Unexpired Leases of Personal Property, and (II) Cure Amounts Related Thereto [Docket No. 1635]

d. Objection of Branch Banking and Trust Company to Cure Amount [Docket No. 2205]

e. Objection of OceanFirst Bank to Cure Amount Submitted by OceanFirst re: Second Notice of (I) Debtors' Intent to Assume and Assign Certain SBO Servicing Agreements as Executory Contracts and (II) Cure Amount Related Thereto (Doc. No. 2077) [Docket No. 2206]

(i) Declaration Of Kathy A. Ramos in Support of Objection to Cure Amount Submitted by OceanFirst Bank Re: Second Notice of (I) Debtors' Intent to Assume and Assign Certain SBO Servicing Agreements as Executory Contracts and (II) Cure Amount Related Thereto (Doc # 2077 and 2206) [Docket No. 2207]

f. Limited Response of PHH Mortgage Corporation to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto;

---

<sup>1</sup> Alston & Bird LLP filed the *Objection and Reservation of Rights of Wells Fargo Bank, N.A. to (A) First Notice of (I) Debtors' Intent to Assume and Assign Certain SBO Servicing Agreements as Executory Contracts and (II) Cure Amounts Related Thereto and (B) Second Notice of (I) Debtors' Intent to Assume and Assign Certain SBO Servicing Agreements as Executory Contracts and (II) Cure Amounts Related Thereto* [Docket No. 2203]. This objection will be addressed and resolved through the resolution of Docket Numbers 1648, 1979, 2209.

(III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 1980]

- g.** Everbank's Limited Objection to First Amended and Restated Notice of (I) Debtor's Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Non-Residential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1656]
- h.** Limited Objection of Ally Financial Inc. and Ally Bank to the Debtors' Proposed Platform Sale Motion [Docket No. 2069]

  - (i)** Notice of Filing of Ally Financial Inc. Support Letter in Relation to the Debtors' Proposed Sale of Assets [Docket No. 1845] [Docket No. 1845]
  - (ii)** Limited Objection and Reservation of Rights of Ally Financial Inc. and Ally Bank Regarding Assumption and Assignment of Certain Executory Contracts to Nationstar Mortgage LLC [Docket No. 1659]

**Adjourned<sup>2</sup>**

- a.** Objection of DB Structured Products, Inc. and MortgageIT Holdings, Inc. to Debtors' Proposed Cure Amount and to Assumption and Assignment of Related Agreements [Docket No. 1623]

  - (i)** Supplemental Objection of DB Structured Products, Inc. and MortgageIt Holdings, Inc. to Debtors' Proposed Cure Amount and to Assumption and Assignment of Related Agreements [Docket No. 2037]
- b.** Statement and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation with Respect to Debtors' Motion for Order (I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 2015]

  - (i)** Objection and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation to Proposed Assumption and

---

<sup>2</sup> Filings listed as "Adjourned" were scheduled to be heard at the Cure Hearing but have been further adjourned to a later hearing date to be determined.

Assignment of Certain Executory Contracts [Docket No. 1810]

- c. Limited Objection of Financial Guaranty Insurance Company to the Debtors' Sale Motion and Assumption Notice [Docket No. 1746]
  - (i) Declaration of Lori Sinanyan in Support of the Limited Objection of Financial Guaranty Insurance Company to the Debtors' Sale Motion and Assumption Notice [Docket No. 1748]
- d. Objection of MBIA Insurance Corporation to First Amended and Restated Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1736]
- e. CitiMortgage, Inc.'s Objection to the Debtors' Proposed Sale of the Servicing Platform [Docket No. 1992]
  - (i) CitiMortgage, Inc.'s Objection to the Debtors' Proposals: (I) to Assume and Assign Certain Executory Contracts; and (II) to Assign Cure Amounts Related Thereto [Docket No. 1646]
  - (ii) CitiMortgage, Inc.'s (A) Supplemental Objection to the Debtors' Proposals: (I) To Assume and Assign Certain Executory Contracts; and (II) to Assign Cure Amounts Related Thereto; and (B) Objection to the Debtors' Second Notice of Intent to (I) Assume and Assign Certain SBO Servicing Agreements as Executory Contracts and (II) Cure Amounts Related Thereto [Docket No. 2210]
- f. Objection and Reservation of Rights of Wells Fargo Bank, N.A., to Proposed Cure Amounts and Assumption and Assignment of Exectory Contracts [Docket No. 1632]
- g. Objection of Wells Fargo Bank, N.A., as Custodian for Residential Mortgage Backed SecuritiesTrusts, to Proposed Cure Amounts and Assumption and Assignment of Executory Contracts [Docket No. 1633]
- h. Objection of Dallas CPT Fee Owner, L.P. to the Proposed Assumption and Assignment of their Non-Residential Lease with Residential Funding Corporation and to the Proposed Cure Amounts [Docket No. 1625]
- i. CoreLogic, Inc.'s Objection to Debtors' Proposed Cure Amounts Necessary to Assume Contracts [Docket No. 1662]

- j.** Objection of Cal-Western Reconveyance Corporation to the First Supplemental Notice of (I) Debtor's Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1557]
- k.** Objection of Pite Duncan, LLP to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto and First Supplemental Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1631]
- l.** Iron Mountain Information Management, Inc.'s Reservation of Rights and Limited Objection to Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1636]
- m.** Objection of Hewlett-Packard Company and HP Enterprise Services, LLC to the Debtors' Proposed Assumption and Assignment of Executory Contracts [Docket No. 1641]
- n.** Objection of Canon USA, Inc. to Proposed Cure Amounts and Assumption and Assignment of Executory Contracts [Docket No. 1937]

Dated: December 27, 2012  
New York, New York

/s/ Gary S. Lee

Gary S. Lee

Lorenzo Marinuzzi

Todd M. Goren

Alexandra Steinberg Barrage

Jennifer L. Marines

MORRISON & FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

*Counsel for the Debtors and  
Debtors in Possession*